

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter

11

☐ Check if this is an amended filingOfficial Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Gastar Exploration Inc.

2. All other names debtor used in the last 8 years Gastar Exploration, Inc., Gastar Exploration USA, Inc.

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 38-3531640

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>1331 Lamar Street</u>	
Number Street	Number Street
<u>Suite 650</u>	
	P.O. Box
<u>Houston, Texas 77010</u>	
City State Zip Code	City State Zip Code
	Location of principal assets, if different from principal place of business
<u>Harris</u>	
County	Number Street
	City State Zip Code

5. Debtor's website (URL) http://www.gastar.com/

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor Gastar Exploration Inc.
Name

Case number (if known) _____

7. Describe debtor's business*A. Check One:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111 (Oil and Gas Extraction)

8. Under which chapter of the Bankruptcy Code is the debtor filing?*Check One:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ A plan is being filed with this petition.
- ☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District _____

When _____

MM/DD/YYYY

Case number _____

If more than 2 cases, attach a separate list.

District _____

When _____

MM/DD/YYYY

Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Southern District of Texas

When

10/31/2018

List all cases. If more than 1, attach a separate list.

Case number, if known _____

MM / DD / YYYY

Debtor Gastar Exploration Inc.
Name

Case number (if known) _____

11. Why is the case filed in *this* district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property?

Number	Street		

City	State	Zip Code	
_____	_____	_____	

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Gastar Exploration Inc.
Name

Case number (if known) _____

16. Estimated liabilities

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input checked="" type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 10/31/2018
MM/ DD / YYYY

X /s/ Michael A. Gerlich
Signature of authorized representative of debtor

Michael A. Gerlich
Printed name

Title Authorized Signatory

18. Signature of attorney

X /s/ Matthew D. Cavanaugh
Signature of attorney for debtor

Date 10/31/2018
MM/ DD/YYYY

Matthew D. Cavanaugh
Printed name

Jackson Walker L.L.P.
Firm name

1401 McKinney Street, Suite 1900
Number Street

Houston
City

Texas
State

77010
ZIP Code

(713) 752-4200
Contact phone

mcavanaugh@jw.com
Email address

24062656
Bar number

Texas
State

Official Form 201A (12/15)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

GASTAR EXPLORATION INC.,

Debtor.

)
)
)
)
)
)
)

Chapter 11

Case No. 18-_____()

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-35211

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2018

(a) Total assets	\$ <u>341,500,000</u>	
(b) Total debts (including debts listed in 2.c., below)	\$ <u>453,800,000</u>	
(c) Debt securities held by more than 500 holders		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
(d) Number of shares of preferred stock		Series A - 4,045,000 Series B - 2,140,000
(e) Number of shares of common stock		<u>218,933,504</u>

Comments, if any: _____

3. Brief description of debtor's business: _____

The Debtors are a pure-play, independent E&P company engaged in the exploration, development, and production of oil and condensate, natural gas, and natural gas liquids ("NGLs"). The Debtors' principal business activities include the identification, acquisition, and subsequent exploration and development of oil and natural gas properties with an emphasis on unconventional reserves, such as shale resource plays. The Debtors' principal operations are conducted in the Sooner Trend of the Anadarko Basin in Canadian and Kingfisher Counties, Oklahoma, commonly referred to as the "STACK" shale play. Headquartered in Houston, Texas, the Debtors employ approximately 40 individuals.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Funds affiliated with Ares Management LLC (25.90%)

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): _____

Chapter 11

☐ Check if this is an amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Gastar Exploration Inc.

- Gastar Exploration Inc.
- Northwest Property Ventures LLC

**OMNIBUS RESOLUTIONS OF THE BOARD
OF DIRECTORS OF GASTAR EXPLORATION INC. AND SOLE
MEMBER AND MANAGER OF NORTHWEST PROPERTY VENTURES LLC**

October 30, 2018

At a telephonic meeting on October 30, 2018, of the board of directors (the “**Authorizing Body**”) of Gastar Exploration Inc. and the sole member/manager of Northwest Property Ventures LLC (each a “**Company**” and, collectively, the “**Companies**”), each of the Companies’ respective Authorizing Body took the following actions and adopted the following resolutions:

Chapter 11 Filing

WHEREAS each Authorizing Body has reviewed and considered certain materials presented by each Company’s management (the “**Management**”) and financial, restructuring, and legal advisors (collectively, the “**Advisors**”) including, but not limited to, materials regarding the liabilities and obligations of each Company, each Company’s liquidity, the strategic alternatives available, and the effect of the foregoing on the Company’s business, and has had adequate opportunity to consult such persons regarding the materials presented, obtain additional information, and to fully consider each of the strategic alternatives available to each Company; and

WHEREAS the Board has had the opportunity to consult with the Management and the Advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of each Company, its creditors, and other parties in interest, that each Company shall be, and hereby is, authorized, empowered, and directed to file or cause to be filed voluntary petitions for relief (the “**Chapter 11 Cases**”) under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas or another court of proper jurisdiction (the “**Bankruptcy Court**”); and

RESOLVED FURTHER that the Chief Executive Officer, Chief Financial Officer, General Counsel, Treasurer, Vice President, Secretary, Chief Operating Officer or any other duly appointed officer of the Company (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers be, and each of them hereby is, authorized, empowered, and directed to execute and file or cause to be filed on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents (including the filing of financing statements), and to take any and all action that they deem necessary, appropriate, or desirable to obtain such relief, including, without limitation, any action necessary, appropriate, or desirable to maintain the ordinary course operation of the Company’s business.

Cash Collateral & Debtor-in-Possession Financing

WHEREAS the Company will obtain benefits from the Company's use of collateral, including cash collateral, as that term is defined in section 363 of the Bankruptcy Code (the "**Cash Collateral**"), which is security for certain prepetition secured lenders (collectively, the "**Secured Lenders**") party to:

(a) that certain Third Amended and Restated Credit Agreement, dated March 3, 2017 (as amended, restated, modified, or supplemented from time to time, the "**Term Loan Agreement**"), by and among Gastar Exploration Inc., as borrower, Northwest Property Ventures LLC, as the guarantor party thereto, Wilmington Trust, National Association, as administrative agent (the "**Term Administrative Agent**"), and the other lender and agent parties thereto; and

(b) that certain second lien indenture dated March 3, 2017 (as amended, restated, modified or supplemented from time to time, the "**Indenture**"), by and among Gastar Exploration Inc., as borrower, Northwest Property Ventures LLC, as guarantor party thereto, Wilmington Trust, National Association, as trustee and collateral agent, and the other lender and agent parties thereto;

WHEREAS reference is made to that certain superpriority secured debtor-in-possession credit agreement (together with all exhibits, schedules and annexes thereto, the "**DIP Credit Agreement**") dated as of, or about, the date hereof, by and among Gastar Exploration Inc., a Delaware corporation, as borrower (the "**Borrower**"), Northwest Property Ventures LLC, as guarantor (the "**Guarantor**"), the lenders party thereto (collectively, the "**DIP Lenders**"), and Wilmington Trust, National Association, as administrative and collateral agent (the "**DIP Agent**");

WHEREAS the Borrower has requested that the DIP Lenders provide a secured superpriority debtor-in-possession financing facility (the "**DIP Facility**") to the Debtors;

WHEREAS the obligation of the DIP Lenders to make the extensions of credit to the Borrower is subject to, among other things, each Company entering into the DIP Credit Agreement and satisfying certain conditions in the DIP Credit Agreement; and

WHEREAS each Company will obtain benefits from the DIP Credit Agreement and it is advisable and in the best interest of the Company to enter into the DIP Credit Agreement and each other Loan Document (as defined in the DIP Credit Agreement) and to perform its obligations thereunder, including granting security interests in all or substantially all of its assets.

NOW, THEREFORE, BE IT RESOLVED FURTHER that the form, terms, and provisions of the DIP Credit Agreement, and the transactions contemplated by the DIP Credit Agreement (including, without limitation, the borrowings thereunder), the transactions contemplated therein and the guaranties, liabilities, obligations, security interest granted, and notes issued, if any, in connection therewith, be and hereby are authorized, adopted, and approved;

RESOLVED FURTHER that each Company's execution and delivery of, and its performance of its obligations (including guarantees) in connection with the DIP Credit Agreement, are hereby, in all respects, authorized and approved;

RESOLVED FURTHER that the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby are, authorized, empowered and directed in the name of, and on behalf of, the Company to seek authorization to enter into the DIP Credit Agreement and to seek approval of the use of cash collateral pursuant to a postpetition financing order in interim and final form, and any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute, and deliver any and all agreements, instruments, or documents, by or on behalf of the Company, necessary to implement the postpetition financing, including providing for adequate protection to the Secured Lenders in accordance with section 363 of the Bankruptcy Code, as well as any additional or further agreements for entry into the DIP Credit Agreement and the use of cash collateral in connection with the Company's Chapter 11 Cases, which agreements may require the Company to grant adequate protection and liens to the Company's Secured Lenders and each other agreement, instrument, or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

RESOLVED FURTHER that any Authorized Officer or other officer of the Company is hereby authorized, empowered, and directed, in the name of and on behalf of the Company, to take such actions to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Credit Agreement, the Loan Documents, and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, or any order entered into in connection with the Chapter 11 Cases (collectively with the DIP Credit Agreement, the "***Financing Documents***"), incur and pay or cause to be paid all related fees and expenses, with such changes, additions, and modifications thereto as an Authorized Officer executing the same shall approve;

RESOLVED FURTHER that each Company, as a debtor and debtor-in-possession under the Bankruptcy Code be, and hereby is, authorized, empowered, and directed to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the "***Financing Transactions***"), including granting liens on its assets to secure such obligations and the refinancing of the obligations outstanding pursuant to the Term Loan Agreement;

RESOLVED FURTHER that the Authorized Officers be, and they hereby are, authorized, empowered, and directed in the name of, and on behalf of, each Company, as a debtor and debtor in possession, to take such actions as in its discretion is determined to be necessary, desirable, or appropriate to execute, deliver, and file: (a) the Financing Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any Financing Documents, necessary, desirable, or appropriate to facilitate the Financing Transactions; (b) all petitions, schedules, lists, and other motions, papers, or documents, which shall in its sole judgment be necessary, proper, or advisable, which determination shall be conclusively evidenced by his/her or their execution thereof; (c) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the DIP Agent and other parties in interest; and (d) such forms of deposit account control agreements, officer's certificates, and compliance certificates as may be required by the Financing Documents;

RESOLVED FURTHER that the Authorized Officers be, and they hereby are, authorized, empowered, and directed in the name of, and on behalf of, each Company to file or to authorize the DIP Agent to file any Uniform Commercial Code ("*UCC*") financing statements, any other equivalent filings, any intellectual property or real estate filings and recordings, and any necessary assignments for security or other documents in the name of each Company that either the DIP Agent deems necessary or convenient to perfect any lien or security interest granted under the Financing Documents, including any such UCC financing statement containing a generic description of collateral, such as "all assets," "all property now or hereafter acquired," and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of each Company and such other filings in respect of intellectual and other property of each Company, in each case as the DIP Agent may reasonably request to perfect the security interests of the DIP Agent under the Financing Documents; and

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed in the name of, and on behalf of, each Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of the postpetition financing or any of the Financing Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his/her or their execution thereof.

Filing the Chapter 11 Plan

WHEREAS, the Companies, with the assistance of their advisors, have formulated a plan of reorganization under chapter 11 of the Bankruptcy Code (as amended or restated from time to time, the "*Plan*") and a disclosure statement with all related exhibits thereto for soliciting support for the Plan among the constituencies

permitted to vote for the Plan under the Bankruptcy Code (as amended or restated from time to time, the “*Disclosure Statement*”);

WHEREAS, the Authorizing Body has reviewed the Plan and Disclosure Statement and have had the opportunity to consult with the Companies’ advisors concerning the Plan and Disclosure Statement;

WHEREAS, in the judgment of the Authorizing Body, it is desirable and in the best interest of each Company’s creditors and other stakeholders that the Companies file the Plan and Disclosure Statement with the Bankruptcy Court, amend or restate the Plan and/or Disclosure Statement from time to time as may be necessary in the reasonable judgment of the Authorized Officers, and seek confirmation of the Plan;

NOW, THEREFORE, BE IT RESOLVED FURTHER that in the judgment of the Authorizing Body, it is desirable and in the best interests of each of the Companies, their creditors and other stakeholders that the Authorized Officers (as defined below) file or cause to be filed the Plan, the Disclosure Statement, and all other papers or documents (including any amendments) related thereto, and to take any and all actions, that they deem necessary or appropriate to pursue confirmation and consummation of a plan of reorganization materially consistent with the Plan;

RESOLVED FURTHER that the Authorized Officers acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed, together with the Companies’ advisors, to file all other documents deemed necessary to confirm, a plan of reorganization materially consistent with the Plan, including, but not limited to, any amendments to and modifications of the Plan and Disclosure Statement; and

RESOLVED FURTHER that the Authorized Officers of each of the Companies acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to consummate the Plan if confirmed by the Bankruptcy Court.

Retention of Professionals

NOW, THEREFORE, BE IT RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered and directed to employ the law firm of Kirkland & Ellis LLP, as each Company’s counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each Company’s rights and remedies, including filing any pleadings and conducting any potential restructuring or sale process on behalf of each Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Kirkland & Ellis LLP in accordance with applicable

law;

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered and directed to employ the law firm of Jackson Walker LLP, as local bankruptcy counsel, to represent and assist each Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance each Company's rights and remedies, including filing any pleadings and conducting any potential restructuring or sale process on behalf of each Company; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Jackson Walker LLP in accordance with applicable law;

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of Tudor, Pickering, Holt, & Co., as each Company's financial advisor; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Tudor, Pickering, Holt, & Co. in accordance with applicable law;

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of Perella Weinberg Partners LP, as each Company's financial advisor; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Perella Weinberg Partners LP in accordance with applicable law;

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of Opportune LLP, as each Company's restructuring advisor; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Opportune LLP in accordance with applicable law;

RESOLVED FURTHER that each of the Authorized Officers be, and hereby is, authorized, empowered, and directed to employ the firm of BMC Group, Inc., as notice, claims, solicitation, and administrative agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and remedies; and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain BMC Group, Inc., in accordance with applicable law;

RESOLVED FURTHER that each of the Authorized Officers be, and they hereby are, authorized, empowered, and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

RESOLVED FURTHER that each of the Authorized Officers be, and they hereby are, with power of delegation, authorized, empowered, and directed to execute and file, or cause to be filed, all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper, or desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such cases.

General

NOW, THEREFORE, BE IT RESOLVED FURTHER that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized, empowered, and directed, in the name of and on behalf of each Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED FURTHER that each Company and the Board have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of each Company, or hereby waive any right to have received such notice;

RESOLVED FURTHER that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of each Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the Board;

RESOLVED FURTHER that each of the Authorized Officers (and their designees and delegates) be, and hereby are, authorized, empowered, and directed to take all actions, or to not take any action in the name of each Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer

shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein; and

RESOLVED FURTHER that these resolutions may be executed in any number of counterparts, each of which shall be deemed to be an original, and such counterparts shall constitute but one and the same resolution.


* * * * *

CERTIFICATE

The undersigned, Michael A. Gerlich, Senior Vice President, Chief Financial Officer, and Corporate Secretary of each of Gastar Exploration Inc. and Northwest Property Ventures LLC; (each a “*Company*” and, collectively, the “*Companies*”), hereby certifies as follows:

1. I am the duly qualified and appointed Senior Vice President, Chief Financial Officer, and Corporate Secretary of each of the Companies and, as such, I am familiar with the facts herein certified and I am duly authorized to certify the same on behalf of the Companies.
2. Attached hereto is a true, complete and correct copy of the Resolutions of the Authorizing Body of each Company (collectively the “*Authorizing Bodies*”), duly adopted in accordance with each Company’s bylaws or comparable governing document.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Authorizing Bodies relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 30th day of October, 2018.

By: 
Name: Michael A. Gerlich
Title: Senior Vice President, Chief Financial Officer, and Corporate Secretary

Fill in this information to identify the case:

Debtor name Gastar Exploration, Inc.
 United States Bankruptcy Court for the: Southern District of Texas/Houston
 (State)
 Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SCHLUMBERGER TECHNOLOGY CORP P O BOX 732149 DALLAS, TX 75373-2149	SCHLUMBERGER TECHNOLOGY CORP P O BOX 732149 DALLAS, TX 75373-2149 CWalker10@slb.com	TRADE DEBT				\$8,140,000.00
2	HELMERICH & PAYNE 1437 S BOULDER AVE TULSA, OK 74119	HELMERICH & PAYNE 1437 S BOULDER AVE TULSA, OK 74119 shannon.lewis@hpinc.com	TRADE DEBT				\$1,980,000.00
3	CHISHOLM OIL LLC 12101 N MACARTHUR BLVD SUITE A 303 OKLAHOMA CITY, OK 73162	CHISHOLM OIL LLC 12101 N MACARTHUR BLVD SUITE A 303 OKLAHOMA CITY, OK 73162 amy.saker@chisholmog.com	TRADE DEBT				\$1,080,000.00
4	CHOATE OILFIELD SERVICES LLC P O BOX 597 HENNESSEY, OK 73742	CHOATE OILFIELD SERVICES LLC P O BOX 597 HENNESSEY, OK 73742 russchoate@hotmail.com	TRADE DEBT				\$540,000.00
5	RANGER OILFIELD SERVICES CORP P O BOX 594 HENNESSEY, OK 73742	RANGER OILFIELD SERVICES CORP P O BOX 594 HENNESSEY, OK 73742 kvaverka@rangerosc.com	TRADE DEBT				\$460,000.00
6	QUICK PUMP SERVICE, LLC 7284 S US HWY 81 P O BOX 813 HENNESSEY, OK 73742	QUICK PUMP SERVICE, LLC 7284 S US HWY 81 P O BOX 813 HENNESSEY, OK 73742 gpsannabel@pdi.net	TRADE DEBT				\$430,000.00
7	PACKERS PLUS ENERGY SERVICES 11415 SPELL ROAD TOMBALL, TX 77375	PACKERS PLUS ENERGY SERVICES 11415 SPELL ROAD TOMBALL, TX 77375 Jennifer.Chavez@packersplus.com	TRADE DEBT				\$420,000.00
8	TERRA OILFIELD SERVICES LLC 24900 PITKIN ROAD SUITE 200 SPRING, TX 77386	TERRA OILFIELD SERVICES LLC 24900 PITKIN ROAD SUITE 200 SPRING, TX 77386 McGowin.Patrick@terrofs.com Brittany.McRae@terraofs.com	TRADE DEBT				\$330,000.00

Debtor Gastar Exploration, Inc.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	ORCO SERVICE LLC P O BOX 691 KINGFISHER, OK 73750	ORCO SERVICE LLC P O BOX 691 KINGFISHER, OK 73750 aluper@orcosservice.com	TRADE DEBT				\$300,000.00
10	DUSTIN DONLEY CONSTRUCTION SERVICES LLC 3030 NW EXPRESSWAY SUITE 500 OKLAHOMA CITY, OK 73112	DUSTIN DONLEY CONSTRUCTION SERVICES LLC 3030 NW EXPRESSWAY SUITE 500 OKLAHOMA CITY, OK 73112 dahlyn@pdi.net	TRADE DEBT				\$290,000.00
11	SGB SOLUTIONS, LP P O BOX 60931 MIDLAND, TX 79711-0931	SGB SOLUTIONS, LP P O BOX 60931 MIDLAND, TX 79711-0931 denisestewart@SGBLP.COM	TRADE DEBT				\$280,000.00
12	TRI POWER ENERGY SERVICES 4341 SW 33RD STREET OKLAHOMA CITY, OK 73119	TRI POWER ENERGY SERVICES 4341 SW 33RD STREET OKLAHOMA CITY, OK 73119 tvoelker@tripowere.com	TRADE DEBT				\$250,000.00
13	FLOTEK CHEMISTRY LLC 1004 S PLAINSMAN RD MARROW, OK 73055-8600	FLOTEK CHEMISTRY LLC 1004 S PLAINSMAN RD MARROW, OK 73055-8600 omontalbo@fioekind.com	TRADE DEBT				\$230,000.00
14	RITE WAY CONSTRUCTION LLC P O BOX 3748 ENID, OK 73702-3748	RITE WAY CONSTRUCTION LLC P O BOX 3748 ENID, OK 73702-3748 rm.riteway@gmail.com	TRADE DEBT				\$210,000.00
15	TESTCO INC P O BOX 589 HWY 33 W WATONGA, OK 73772	TESTCO INC P O BOX 589 HWY 33 W WATONGA, OK 73772 testcoinc@yahoo.com	TRADE DEBT				\$210,000.00
16	RAUH OILFIELD SERVICES CO P O BOX 421 LAHOMA, OK 73754-0421	RAUH OILFIELD SERVICES CO P O BOX 421 LAHOMA, OK 73754-0421 debbie.ruppenthal@rauhoilfield.com	TRADE DEBT				\$200,000.00
17	NEWSCO INTERNATIONAL ENERGY 900 OLD HIGHWAY 105 WEST CONROE, TX 77304	NEWSCO INTERNATIONAL ENERGY 900 OLD HIGHWAY 105 WEST CONROE, TX 77304 charissa.watson@newsco-drilling.com	TRADE DEBT				\$160,000.00
18	REEF SERVICES LLC P O BOX 11347 MIDLAND, TX 79702	REEF SERVICES LLC P O BOX 11347 MIDLAND, TX 79702 cdaniel@selectenergyservices.com	TRADE DEBT				\$160,000.00
19	RUFNEX OILFIELD SERVICES 1333 SE 25TH OKLAHOMA CITY, OK 73129	RUFNEX OILFIELD SERVICES 1333 SE 25TH OKLAHOMA CITY, OK 73129 Ljohnson@ProfitStars.com	TRADE DEBT				\$150,000.00

Debtor

Gastar Exploration, Inc.

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	BOSTICK SERVICES CORPORATION P O BOX 536 CRESCENT, OK 73028	BOSTICK SERVICES CORPORATION P O BOX 536 CRESCENT, OK 73028 dtilley@bostickservices.com	TRADE DEBT				\$140,000.00

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Chapter 11

GASTAR EXPLORATION INC.,

Case No. 18-_____(____)

Debtor.

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security	Percentage of Equity Held
GASTAR EXPLORATION INC.	CEDE & CO (FAST ACCOUNT)	PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004	PREFERRED SERIES A	100%
	CEDE & CO (FAST ACCOUNT)	PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004	PREFERRED SERIES B	100%
	CEDE & CO (FAST ACCOUNT)	PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004	COMMON	70.58%
	FUNDS AFFILIATED WITH ARES MANAGEMENT LLC	C/O ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS, 12TH FLOOR LOS ANGELES, CALIFORNIA 90067	COMMON	25.90%
	GASTAR EXPLORATION NEW RESTRICTED STOCK PLAN - SEE COMPANY 26192	1331 LAMAR STREET SUITE 1080 HOUSTON, TX 77010-3110	COMMON	3.05%
	ALAN KELLER	[REDACTED]	COMMON	< 1.00%
	ALAN MOORE	[REDACTED]	COMMON	< 1.00%
	ALAN MOORE	[REDACTED]	COMMON	< 1.00%
	ALICIA NORTON	[REDACTED]	COMMON	< 1.00%
	ALOHA REVOCABLE LIVING TRUST DATED 3/14/01	[REDACTED]	COMMON	< 1.00%
	AMY RICHARD	[REDACTED]	COMMON	< 1.00%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security	Percentage of Equity Held
GASTAR EXPLORATION INC.	AST EXCHANGE AGENT #25903 GASTAR EXPLORATION LTD	C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	COMMON	< 1.00%
	AST EXCHANGE AGENT #25908 COPPERQUEST	C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	COMMON	< 1.00%
	AST EXCHANGE AGENT #25909 NEW ENERGY WEST	C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	COMMON	< 1.00%
	AST EXCHANGE AGENT #25910 EAGLE LAKE EXPLORATION	C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	COMMON	< 1.00%
	AST EXCHANGE AGENT #25912 ALDERSHOT RESOURCE	C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	COMMON	< 1.00%
	BEN MANHEIMER III	[REDACTED]	COMMON	< 1.00%
	BRET DAVIDSON	[REDACTED]	COMMON	< 1.00%
	BRIAN WARD	[REDACTED]	COMMON	< 1.00%
	CAROLINE NAMAZI	[REDACTED]	COMMON	< 1.00%
	CATHERINE YVONNE CARPANINI	[REDACTED]	COMMON	< 1.00%
	CELAL BULUTOGLU	[REDACTED]	COMMON	< 1.00%
	CHRISTINE MEYER & MIKE MEYER	[REDACTED]	COMMON	< 1.00%
	CLYDA A GRANT JR	[REDACTED]	COMMON	< 1.00%
	COLTON CHARITABLE REMAINDER UNITRUST HERBERT CORKA JR TRUSTEE GASTAR EXPLORATION LTD	[REDACTED]	COMMON	< 1.00%
	DALE R CARROLL	[REDACTED]	COMMON	< 1.00%
	DAN R WILLIAMS	[REDACTED]	COMMON	< 1.00%

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security	Percentage of Equity Held
GASTAR EXPLORATION INC.	DEBRA TAGUBA	[REDACTED]	COMMON	< 1.00%
	DENISE KELLER	[REDACTED]	COMMON	< 1.00%
	DENNIS CUSHING & ERIC J ANDREWS JT TEN	[REDACTED]	COMMON	< 1.00%
	DENNIS R UNGURAN	[REDACTED]	COMMON	< 1.00%
	DEVAN DERBY	[REDACTED]	COMMON	< 1.00%
	DONALD EVANS	[REDACTED]	COMMON	< 1.00%
	DONALD J BUGAY	[REDACTED]	COMMON	< 1.00%
	DR MARTIN JENNINGS	[REDACTED]	COMMON	< 1.00%
	EUGENE KIM	[REDACTED]	COMMON	< 1.00%
	FRED MAX THOMAS TRUST	[REDACTED]	COMMON	< 1.00%
	GAVIN MOODY	[REDACTED]	COMMON	< 1.00%
	GLORIA K RAE	[REDACTED]	COMMON	< 1.00%
	GLORIA MARTINEZ	[REDACTED]	COMMON	< 1.00%
	H DANIEL SMITH	[REDACTED]	COMMON	< 1.00%
	HAROLD MURTHA C/O MURTHA ENTERPRISES INC	[REDACTED]	COMMON	< 1.00%
	HARRISON- HINSHAW TRUST	[REDACTED]	COMMON	< 1.00%
	HERBERT GORKA JR TRUSTEE COLTON CHARITABLE REMAINDER UNITRUST 12 22 1992	[REDACTED]	COMMON	< 1.00%
	HOMER WESSENDORF TRUST	[REDACTED]	COMMON	< 1.00%
	HUNTER AHRENS	[REDACTED]	COMMON	< 1.00%
	HUNTINGTON A JAMES	[REDACTED]	COMMON	< 1.00%
	IRAD RON	[REDACTED]	COMMON	< 1.00%
	IRIS L OLEKSHY	[REDACTED]	COMMON	< 1.00%
	JACK MOBERS	[REDACTED]	COMMON	< 1.00%
	JAMES H GIBERT JR	[REDACTED]	COMMON	< 1.00%
	JAWSH CORPORATION C/O WILLIAM L BATES	[REDACTED]	COMMON	< 1.00%
	JAY MANHEIMER	[REDACTED]	COMMON	< 1.00%
	JENNY HAFLEY	[REDACTED]	COMMON	< 1.00%
	JOHN A MOSES	[REDACTED]	COMMON	< 1.00%

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security	Percentage of Equity Held
GASTAR EXPLORATION INC.	JOHN C KERCKHOFF	[REDACTED]	COMMON	< 1.00%
	JOHN E HALL	[REDACTED]	COMMON	< 1.00%
	JOHN O'DOWD	[REDACTED]	COMMON	< 1.00%
	JOHN P COLMAN & LINDA L COLMAN JT TEN	[REDACTED]	COMMON	< 1.00%
	JOHN ROONEY	[REDACTED]	COMMON	< 1.00%
	JOHN ROONEY	[REDACTED]	COMMON	< 1.00%
	JOHN WEBB	[REDACTED]	COMMON	< 1.00%
	JOHN WEBB & KAREN WEBB	[REDACTED]	COMMON	< 1.00%
	JOSEPH L HERBSTER JR	[REDACTED]	COMMON	< 1.00%
	JUAN FORTEZA	[REDACTED]	COMMON	< 1.00%
	JUANITA H HINSHAW & TED O'NEILL HARRISON TTEES HINSHAW-HARRISON JT REV LIVING TR UA DTD 5 28 93	[REDACTED]	COMMON	< 1.00%
	KAREN A LYNCH TTEE KAREN A LYNCH REVOCABLE TRUST	[REDACTED]	COMMON	< 1.00%
	KATHLEEN GARCIA COBB	[REDACTED]	COMMON	< 1.00%
	KATHRYN COTTRELL	[REDACTED]	COMMON	< 1.00%
	KEVIN COCHETTI	[REDACTED]	COMMON	< 1.00%
	KEVIN SUDDARTH	[REDACTED]	COMMON	< 1.00%
	LARRY STEINBRUECK	[REDACTED]	COMMON	< 1.00%
	LAWRENCE ENG & LORRAINE WAN ENG	[REDACTED]	COMMON	< 1.00%
	LEE FAMILY LIMITED PARTNERSHIP C/O PAUL LEE	[REDACTED]	COMMON	< 1.00%
	LEN MCKEARY	[REDACTED]	COMMON	< 1.00%
	LINDA F DOLLAR	[REDACTED]	COMMON	< 1.00%
	LINDA SOSNA	[REDACTED]	COMMON	< 1.00%
	LIZA CHEUVRONT	[REDACTED]	COMMON	< 1.00%
	LOREN SCOTT TRUBY	[REDACTED]	COMMON	< 1.00%
	LORETTA FORTEZA	[REDACTED]	COMMON	< 1.00%
	LOUIS J CROSSIN JR	[REDACTED]	COMMON	< 1.00%

[illegible]

Debtor	Equity Holders	Address of Equity Holder	Type of Equity Security	Percentage of Equity Held
GASTAR EXPLORATION INC.	RICKY JOHNSON	[REDACTED]	COMMON	< 1.00%
	RITA DANIELS BRENT	[REDACTED]	COMMON	< 1.00%
	ROBERT L HARRIS	[REDACTED]	COMMON	< 1.00%
	ROBERT PENNER	[REDACTED]	COMMON	< 1.00%
	SCOTT HAMMEL	[REDACTED]	COMMON	< 1.00%
	STEPHEN NAPIER	[REDACTED]	COMMON	< 1.00%
	STEVE WEIGLE	[REDACTED]	COMMON	< 1.00%
	STEVEN P BELAU CUST ALEC S BELAU UNDER THE MN UNIF TRAN MIN ACT	[REDACTED]	COMMON	< 1.00%
	TAMARA SLAUGHTER	[REDACTED]	COMMON	< 1.00%
	THEODORE S RITTENBERG	[REDACTED]	COMMON	< 1.00%
	THOMAS S BERKLEY	[REDACTED]	COMMON	< 1.00%
	THOMAS SINAK	[REDACTED]	COMMON	< 1.00%
	TRACY HAYES	[REDACTED]	COMMON	< 1.00%
	WAJIH ELKISWANI	[REDACTED]	COMMON	< 1.00%
	WILLIAM BERRY & BARBARA BERRY JTWROS	[REDACTED]	COMMON	< 1.00%
	WILLIAM BLAGRAVE	[REDACTED]	COMMON	< 1.00%
	WILLIAM G VAN RHEIN & CAROLYN M VAN RHEIN	[REDACTED]	COMMON	< 1.00%
	WYOMING STATE TREASURER UNCLAIMED PROPERTY	200 WEST 24TH ST CHEYENNE WY 82002	COMMON	< 1.00%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GASTAR EXPLORATION INC.,

Debtor.

Chapter 11

Case No. 18-____(____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Funds Affiliated with Ares Management LLC	25.90%

Fill in this information to identify the case and this filing:	
Debtor Name	Gastar Exploration Inc.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement, Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

10/31/2018
MM/ DD/YYYY

☒ **/s/ Michael A. Gerlich**

Signature of individual signing on behalf of debtor

Michael A. Gerlich

Printed name

Authorized Signatory

Position or relationship to debtor